

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

<hr/>	:	Chapter 11 Case No.
In re:	:	10-40395
Probe Resources US Ltd.¹	:	
24 Waterway, Suite 1450	:	
The Woodlands, TX 77380	:	
Tax ID #: 26-xxx0456	:	
	:	
Debtor	:	
<hr/>	:	

**AFFIDAVIT IN SUPPORT OF THE DEBTORS' APPLICATION FOR ENTRY OF
AN ORDER AUTHORIZING THE EMPLOYMENT AND RETENTION OF
SUZANNE AMBROSE AND AMBROSE CONSULTING, LLC
AS FINANCIAL ADVISOR
ON AN INTERIM BASIS AND SETTING FINAL HEARING**

STATE OF TEXAS)
COUNTY OF HARRIS)

I, Suzanne Ambrose, being duly sworn, hereby depose and say:

1. I am the Managing Member of Ambrose Consulting, LLC ("Ambrose Consulting"), a financial advisory services firm with offices in Sugar Land, Texas. I submit this Affidavit on behalf of Ambrose Consulting (the "Affidavit") in support of the application (the "Application") of the Debtors, Probe Resources US Ltd., Probe Resources Energy Marketing US Ltd., Probe High Island 115 Ltd., and Probe ST 214 Ltd., for Entry of an Order Authorizing the Debtors' employment of Suzanne Ambrose and Ambrose Consulting, LLC, as Financial Advisor under the terms and conditions set forth in the Application. I have personal knowledge of the matters set forth herein.

¹ Probe Resources Energy Marketing US Ltd., Probe High Island 115 Ltd., and Probe ST 214 Ltd. have moved for their bankruptcy cases to be jointly administered with Probe Resources US Ltd.

Disinterestedness and Eligibility

2. In connection with the preparation of this Affidavit, I have conducted a review of my contacts with the Debtors, and certain entities holding claims against or interests in the Debtors that were made reasonably known to me by the Debtors. A listing of the parties reviewed is reflected on Exhibit A to this Affidavit. My review consisted of a query of the parties listed on Exhibit A within an internal computer database containing names of individuals and entities that are my present or recent former clients.

3. Based on the results of my review, neither I nor Ambrose Consulting has a relationship with any of the parties on Exhibit A in matters related to these proceedings. To the best of my knowledge, no services have been provided to these parties in interest which involve their rights in the Debtors' cases, nor in any other cases.

4. Further, as part of my diverse practice, I appear in numerous cases, proceedings and transactions that involve many different professionals, including attorneys, accountants and financial consultants, who may represent claimants and parties-in-interest in the Debtors' chapter 11 cases. Also, I have performed in the past, and may perform in the future, advisory consulting services for various attorneys and law firms, and have been represented by several attorneys and law firms, some of whom may be involved in these proceedings. In addition, I have in the past, may currently and will likely in the future be working with or against other professionals involved in these cases in matters unrelated to the Debtors and these cases. Based on our current knowledge of the professionals involved, and to the best of my knowledge, none of these relationships create interests materially adverse to the Debtors in matters upon which I and Ambrose Consulting are to be employed, and none are in connection with these

proceedings.

5. Ambrose received a retainer in the sum of \$25,000.00 from Energy Spectrum Advisors, Inc. Of that amount \$4,356.75 has been applied as payment for financial advisory services rendered and expenses incurred prepetition. The remaining \$20,643.25 will serve as security and a general retainer for financial advisory services to be rendered postpetition. Up to and including the Petition Date, Ambrose provided prepetition services and incurred prepetition expenses in connection with the Debtors' Chapter 11 proceedings. As of the Petition Date, Ambrose believes that the Debtors do not owe Ambrose for services rendered in assisting the Debtors with preparing these cases for filing.

6. I do not believe that I or Ambrose Consulting constitutes a "Creditor" with respect to fees and expenses of the Debtors within the meaning of Section 101(10) of the Bankruptcy Code. Further, neither I nor Ambrose Consulting, to the best of my knowledge, is a holder of any outstanding debt instruments or shares of the Debtors' stock or membership interests.

7. I have reviewed the list of employees within the U.S. Trustee's office in this District and neither I nor Ambrose Consulting has any connections with the U.S. Trustee or any person employed in the office of the United States Trustee for this District.

8. As such, to the best of my knowledge, Ambrose Consulting and I are "disinterested persons" as that term is defined in section 101(14) of the Bankruptcy Code, as modified by section 1107(b) of the Bankruptcy Code, in that we:

- (a) are not creditors, equity security holders or insiders of the Debtors;
- (b) were not, within two years before the date of filing of the Debtors' chapter 11 petitions, directors, officers, or employees of the

Debtors; and

- (c) do not have an interest materially adverse to the interest of the estates or of any class of creditors or equity security holders, by reason of any direct or indirect relationship to, connection with, or interest in, the Debtors, or for any other reason.

In addition, to the best of my knowledge and based upon the results of the relationship search described above and disclosed herein, neither I nor Ambrose Consulting holds or represents an interest adverse to the Debtors within the meaning of Section 327(a) of the Bankruptcy Code.

9. It is my and Ambrose Consulting's policy and intent to update and expand our ongoing relationship search for additional parties in interest in an expedient manner. If any new material relevant facts or relationships are discovered or arise, I will promptly file a Bankruptcy Rule 2014(a) Supplemental Affidavit.

Professional Compensation

10. Subject to Court approval and in accordance with the applicable provisions of title 11 of the United States Code (the "Bankruptcy Code"), the Federal Rules of Bankruptcy Procedure, applicable U.S. Trustee guidelines and the local rules of this District, Ambrose Consulting will seek payment for compensation for services as outlined in the Application for the employment of me and Ambrose Consulting.

11. To the best of my knowledge, a) no commitments have been made or received by me or Ambrose Consulting with respect to compensation or payment in connection with these cases other than in accordance with the provisions of the Bankruptcy Code, and b) neither I nor Ambrose Consulting has an agreement with any other entity to share with such entity any compensation received by me or Ambrose Consulting in connection with these chapter 11 cases.

12. The foregoing constitutes the statement of Ambrose Consulting pursuant to 11 U.S.C. § 328(a) and Bankruptcy Rule 2014(a).

13. I declare under penalty of perjury that to the best of my knowledge, information and belief, and after diligent inquiry, that the foregoing is true and correct as of this 16th day of November, 2010.

/s/ Suzanne Ambrose
SUZANNE AMBROSE

Sworn to and subscribed before me
on this day of November, 2010.

Notary Public:
Notary Public No.:
My commission expires:

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Baytown, TX 77520

Sky Sheave
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Sonoco
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Houston, TX 77073

SOUTHERN STATES OFFSHORE INC
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Standard Coffee Service
Po Box 1582
Trinity, TX 75862-1582

Stargel Office Solutions
4700 Blalock Road
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State Service Co Inc
P. O. Box 659506
San Antonio, TX 78265-9506

Stibbs & Co.
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Surface Systems
P. O. Box 730491
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Tanmar Rentals Llc
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Texas Eastern Transmission, Lp
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Texas Standard Oil & Gas
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Texas State Securities Board
208 East 10thst 5th Floor
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